



# GASLOG

**GASLOG LTD.**

## **COMPENSATION COMMITTEE CHARTER**

**(Revised as of 6 November 2020)**

PURPOSE	<p>The purpose of this Charter is to set forth the composition, duties and responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of GasLog Ltd. (the “Company”). The Committee is appointed by the Board to assist the Board in fulfilling its responsibilities.</p> <p>The Compensation Committee shall exercise its charter on behalf of both the Company and GasLog Partners LP (the “Partnership”).</p>
MEMBERSHIP	<p>The Committee shall be comprised of at least two or more of the members of the Board from time to time. The members shall be appointed by the Board. The chair shall be selected by members of the Committee.</p> <p>A member of the Partnership Board may be invited to observe the Committee meetings at the discretion of the Committee Chairman.</p>
CHAIRMAN	<p>To be appointed by the Committee.</p>
QUORUM	<p>Two members.</p> <p>In the absence of the Chairman, those members of the Committee present may designate a chair for the meeting.</p>
SECRETARY	<p>The Company Secretary or their nominee.</p>
ATTENDEES	<p>The Chief Executive Officer of the Company, the Head of HR, the General Counsel and any other member of the Company’s Senior Leadership Team may attend all or part of any meeting, at the invitation of the Chairman of the Committee.</p>
FREQUENCY OF MEETINGS	<p>The Committee will meet as and when it is deemed necessary.</p>

**Committee Duties:**

A. Compensation

The Committee shall, after taking into account the recommendations of the Chief Executive Officer (the "CEO"), where applicable:

1. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and make recommendations to the Board with respect to the CEO's compensation level based on this evaluation.
2. Make recommendations to the Board with respect to the compensation of all managerial employees of the Company that report directly to the CEO as the Board shall from time to time determine, however always including the CEO, the CFO, and the COO ("Senior Management").
3. Make recommendations to the Board with respect to the aggregate amount of compensation of (i) managerial employees that report directly to the CEO and who are not designated Senior Management and (ii) other managerial employees that do not report directly to the CEO and with respect to the authority of the CEO to determine the compensation of such officers in aggregate.
4. Make recommendations to the Board with respect to compensation policy, all incentive compensation, equity-based compensation plans, and pension or retirement plans that are subject to Board approval (whether applicable to the Company's and Partnership's directors and officers or to non-executive employees).
5. Determine and oversee any of the Company's long-term incentive plans, and any equity-based compensation plans adopted by the Company and the Partnership, and grants under them (whether applicable to the Company's or Partnership's directors and officers or to non-executive employees).
6. Make recommendations to the Board with respect to Board fees.

B. General

The Committee shall:

1. Perform a self-assessment and provide the same to the Board on a biennial basis.
2. Maintain minutes of meetings and regularly report to the Board regarding the execution of its duties and responsibilities. The minutes of all meetings shall be available to the Board.
3. Annually review and revise this Charter as necessary with approval of the Board to ensure that the composition of the Committee and the responsibilities and powers of the Committee comply with applicable laws and stock exchange rules.
4. Perform any other activities consistent with this Charter, the Company's memorandum of association and bye-laws and governing law, as the Committee or the Board deems necessary or appropriate.

**Authority**

The Committee shall:

1. Have the power to employ the services of such advisers as it deems necessary to fulfill its responsibilities.
2. Have the sole power to retain and terminate any compensation consultant assisting in the evaluation of director, CEO or executive officer compensation, as well as sole authority to approve the fees and other terms of engagement of any such firm.